

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

EVGENY OKMYANSKY,
Plaintiff,

Civil Action No. 03-10574 JLT

v.

HERBALIFE INTERNATIONAL OF
AMERICA, INC.,
Defendant.

DECLARATION OF JOAN KARDASHIAN

I, Joan Kardashian, hereby depose under oath and state as follows:

1. I am over eighteen (18) years of age. I am the Executive Director of Herbalife Family Foundation. My salary is paid by Herbalife International of America, Inc.

2. The Herbalife Family Foundation was created by the founder of Herbalife International, Inc., Mark Hughes in 1994 to support charitable organizations in the United States that improve the lives of children in need. True and accurate copies of the Articles of Incorporation, filed at the Office of the Secretary of State of the State of California in or about March 1994, are attached hereto as **Exhibit A**.

3. Herbalife Family Foundation changed its name to The Mark Hughes Foundation on February 7, 2003. A true and accurate copy of the Certificate of Amendment of Articles of Incorporation of Herbalife Family Foundation, filed with the Office of the Secretary of State of the State of California on or about February 7, 2003 is attached hereto as **Exhibit B**.

4. In February 2004, Herbalife Family Foundation began the process of de-

registering from doing business in the Commonwealth of Massachusetts. True and accurate copies of letters sent to the Secretary of State and Attorney General of the Commonwealth of Massachusetts regarding this matter are attached hereto as **Exhibit C**.

5. Herbalife International of America, Inc., donates space to Herbalife Family Foundation which is why it shares a common business address, 1800 Century Park East, Century City, California.

6. Carol Hannah is on the board of directors of Herbalife Family Foundation and is an officer of Herbalife International of America, Inc., and Herbalife International, Inc. Other than this, there is no other business or corporate relationship between Herbalife Family Foundation and Herbalife International of America, Inc. Herbalife Family Foundation engages in a business completely separate and distinct from Herbalife International of America, Inc.

SIGNED UNDER THE PENALTIES OF PERJURY THIS 8th DAY OF
APRIL, 2004.



Joan Kardashian
Executive Director of Herbalife Family
Foundation also known as The Mark Hughes
Foundation

Exhibit A

1883081

ARTICLES OF INCORPORATION
OF

ENDORSED
FILED
In the Office of the Secretary of State
of the State of California

HERBALIFE FAMILY FOUNDATION

MAR 2 1994

One: The name of the corporation is: Herbalife Family
Foundation ("Corporation").

Two: The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The general purposes for which the Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code) ("Code").

Notwithstanding any other provision of these articles, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) or by a corporation contributions to which are deductible under Code Section 170(c)(2).

Three: The name and address of the Corporation's initial agent for service of process is Patti R. Berman, c/o Herbalife International of America, Inc., 9800 La Cienega Boulevard, Inglewood, CA 90301.

Four: The Corporation shall have no members.

Five: (a) No part of the net earnings, income, gains, profits, funds or property of the Corporation, in whatsoever manner acquired by it, shall at any time, including but not limited to the time of the dissolution of the Corporation, inure to or be distributed for the benefit of any private person or individual or any member, officer or director of the Corporation, but the same shall be devoted solely to the purposes for which the Corporation is formed as the same are hereinabove set forth.

(b) No substantial part of the activities of the Corporation is or shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation does not, nor shall it, participate in, or intervene in (including the publishing or distributing of statement) any political campaign on behalf of any candidate for public office.

(c) If the Corporation shall be classified as a private foundation pursuant to Code Section 509, the following shall be applicable to the Corporation:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942.

(2) The Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d).

(3) The Corporation shall not retain any excess business holdings as defined in Code Section 4943(c).

(4) The Corporation shall not make any investment in such manner as to subject it to tax under Code Section 4944.

(5) The Corporation shall not make any taxable expenditure as defined in Code Section 4945(d).

Six: The property of the Corporation is irrevocably dedicated to charitable purposes. Upon the dissolution or winding-up of the affairs of the Corporation, after paying or adequately providing for the payment of the Corporation's debts and expenses, the Corporation's assets shall be distributed to one or more organizations which are organized and operated exclusively for charitable purposes and which then shall be tax-exempt organizations under Code Sections 501(c)(3) and 170(b)(1)(A), as shall be selected by the board of directors of the Corporation.

For purposes of forming the Corporation under the laws of the State of California, the undersigned incorporator has executed these Articles of Incorporation as of _____, 1994.

Patti R. Berman

I hereby declare that I am the person who executed the foregoing Articles of Incorporation.

Patti R. Berman

Exhibit B

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
HERBALIFE FAMILY FOUNDATION**

John E. Reynolds and Conrad Lee Klein each hereby certify that:

1. They are the President and Secretary, respectively, of Herbalife Family Foundation, a California nonprofit benefit corporation (the "Company").
2. Article I of the Articles of Incorporation of the Company is amended and restated to read in its entirety as follows:

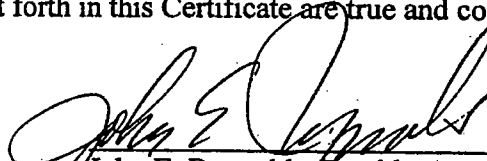
I.

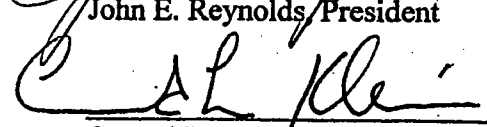
"The name of this company is The Mark Hughes Foundation."

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The corporation has no members.

The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of their own knowledge.

Date: February 7, 2003



John E. Reynolds, President


Conrad Lee Klein, Secretary

Exhibit C



February 17, 2004

Secretary of the Commonwealth
Attn: Annual Report – AR 85
One Ashburton Place, Room 1717
Boston, MA 02108-1512

RE: Herbalife Family Foundation
EIN: 95-4487544
Attorney General's Account #037831
Form: Massachusetts Foreign Corporation Annual Report

To Whom it May Concern:

This is to notify you that the Herbalife Family Foundation has ceased doing business in the above-named state, effective January 1, 2004.

We will no longer file any state forms pertaining to registration, etc. Please inform me if I need to submit any additional documentation or forms as part of this procedure.

Thank you for your attention to this matter.

Sincerely,


Joan Kardashian
Executive Director



February 17, 2004

Office of the Attorney General
Division of Public Charities
One Ashburton Place, 14th Floor
Boston, MA 02108

RE: Herbalife Family Foundation
EIN: 95-4487544
Attorney General's Account #037831
Annual Filing: Form PC

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